

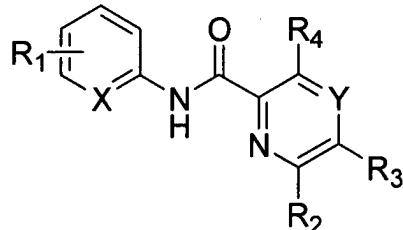
AMENDMENTS TO THE CLAIMS

Please cancel Claims 1-19 without prejudice and insert therefore new Claims 20-34. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

Claims 1-19 (canceled)

20. (New) A compound of the Formula (I):



wherein:

X is -N-, or -C-;

Y is -N-;

R₁ is selected from:

- 1) hydrogen,
- 2) C₁₋₁₀alkyl,
- 3) C₂₋₁₀alkenyl,
- 4) C₂₋₁₀alkynyl
- 5) C₃₋₁₀cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) heteroaryl,
- 9) -NR^dR^e,
- 10) -CO₂R^d,
- 11) -OR^d,
- 12) -CN, and

13) halogen,

where alkyl, alkenyl, alkynyl, cycloalkyl and heterocyclyl are optionally substituted with 1, 2, 3 or 4 substituents selected from R^a, and where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^b;

R₂ is selected from:

- 1) hydrogen,
- 2) C₁₋₁₀alkyl,
- 3) C₂₋₁₀alkenyl,
- 4) C₂₋₁₀alkynyl,
- 5) C₃₋₁₀cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) -CN,
- 9) halogen,
- 10) -OR^d, and
- 11) heteroaryl,

where alkyl, alkenyl and alkynyl, cycloalkyl and heterocyclyl, aryl, and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 five substituents independently selected from R^b;

R₃ is selected from:

- 1) aryl,
- 2) -NR^dRE,
- 3) halogen,
- 4) C₁₋₁₀alkyl,
- 5) -OR^d,
- 6) hydrogen, and
- 7) -SR^d,

where alkyl are optionally substituted with 1, 2, 3, 4 or 5 substituents selected from R^a;

R₄ is selected from:

- 1) aryl,
- 2) heteroaryl,
- 3) -NR^dRE,
- 4) halogen,

- 5) -OR^d,
- 6) hydrogen, and
- 7) SR^d;

where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^b;

R^a is selected from:

- 1) hydrogen,
- 2) -OR^d,
- 3) -NO₂,
- 4) halogen,
- 5) -S(O)_mR^d,
- 6) -SR^d,
- 7) -S(O)_mNR^dRE,
- 8) -NR^dRE,
- 9) -C(O)R^d,
- 10) -CO₂R^d,
- 11) -OC(O)R^d,
- 12) -CN,
- 13) -SiR^cR^dRE,
- 14) -C(O)NR^dRE,
- 15) -NR^dC(O)RE,
- 16) -OC(O)NR^dRE,
- 17) -NR^dC(O)ORE,
- 18) -NR^dC(O)NR^dRE,
- 19) -CR^d(N-ORE),
- 20) CF₃, and
- 21) -OCF₃;

R^b is selected from:

- 1) R^a,
- 2) C₁₋₁₀ alkyl,
- 3) C₂₋₁₀ alkenyl,
- 4) C₂₋₁₀ alkynyl,
- 5) C₃₋₁₀cycloalkyl,

- 6) heterocyclyl,
- 7) aryl, and
- 8) heteroaryl,

where alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, aryl, heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

R^c is selected from:

- 1) halogen,
- 2) amino,
- 3) carboxy,
- 4) cyano,
- 5) C₁-4alkyl,
- 6) C₁-4alkoxy,
- 7) aryl,
- 8) aryl C₁-4alkyl,
- 9) heteroaryl,
- 10) hydroxy,
- 11) CF₃, and
- 12) aryloxy;

R^d and R^e are independently selected from R^a, C₁-10alkyl, C₂-10alkenyl, C₂-10alkynyl and Cy, where alkyl, alkenyl, alkynyl and Cy are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

or R^d and R^e together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5 , 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

Cy is independently selected from cycloalkyl, heterocyclyl, aryl, or heteroaryl; and m is 1 or 2;

or a pharmaceutically acceptable salt thereof.

21. (New) The compound of Claim 20 wherein:

R₁ is selected from:

- 1) hydrogen,
- 2) C₁₋₆alkyl,
- 3) C₂₋₆alkenyl,
- 4) C₂₋₆alkylyl,
- 5) C₃₋₆cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) heteroaryl,
- 9) -NR^dRe,
- 10) -OR^d,
- 11) -CO₂R^d,
- 12) -CN,
- 13) halogen;

where alkyl, alkenyl, alkylyl, cycloalkyl and heterocyclyl are optionally substituted with one to four substituents selected from R^a, and where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R₂ is selected from:

- 1) hydrogen,
- 2) C₁₋₆alkyl,
- 3) C₂₋₆alkenyl,
- 4) C₃₋₆cycloalkyl,
- 5) aryl,
- 6) heteroaryl,
- 7) -CN,
- 8) -OR^d, and
- 9) halogen,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R₃ is selected from:

- 1) hydrogen,
- 2) C₁₋₆alkyl,

- 3) aryl,
- 4) $-\text{NR}^d\text{R}^e$,
- 5) $-\text{OR}^d$,
- 6) $-\text{SR}^d$,
- 7) halogen;

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^a;

R⁴ is selected from:

- 1) hydrogen,
- 2) aryl,
- 3) heteroaryl,
- 4) $-\text{NHR}^d$,
- 5) $-\text{OR}^d$,
- 6) $-\text{SR}^d$,
- 7) halogen;

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R^a is selected from:

- 1) hydrogen,
- 2) $-\text{OR}^d$,
- 3) halogen,
- 4) $-\text{NR}^d\text{R}^e$,
- 5) $-\text{CN}$,
- 6) CO_2R^d ,
- 7) CF_3

R^b is selected from:

- 1) R^a,
- 2) C₁₋₃ alkyl

where alkyl are optionally substituted with 1, 2 or 3 substituents independently selected from R^c;

R^c is selected from:

- 1) hydrogen,
- 2) carboxy
- 3) C₁₋₃alkyl,

R^d and R^e are independently selected from R^a, C₁₋₄alkyl, cycloalkyl, aryl, or heteroaryl, where alkyl, cycloalkyl, aryl, or heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^c,

or R^d and R^e together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen.

22. (New) The compound of Claim 21 wherein:

R^a is selected from:

- 1) hydrogen,
- 2) -CN,
- 3) halogen;

R^b is selected from the definitions of R^a.

23. (New) The compound of Claim 21 wherein:

R₁ is selected from:

- 1) hydrogen,
- 2) methyl, ethyl
- 3) -C(O)-O-CH₃,
- 4) pyridinyl,
- 5) -CN,
- 6) imidazolyl,
- 7) chloro, bromo,
- 8) -CH≡CH, and
- 9) hydroxyl,

wherein alkyl and heterocycl are optionally substituted with 1 or 2 substituents selected from R^a, and where heteroaryl are optionally substituted with 1 or 2 substituents independently selected from R^b.

24. (New) The compound of Claim 21 wherein:

R₂ is selected from:

- 1) hydrogen,

2) phenyl, which is optionally mono or di-substituted with a substituent selected from halo, -CH₃ and cyano,
3) CH₃, ethyl, butyl,
4) bromo, chloro,
5) -CN,
6) -OCH₃,
7) pyridinyl, thienyl, and
8) -CF₃,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b.

25. (New) The compound of Claim 21 wherein:

R₃ is selected from:

1) hydrogen,
2) -N(CH₃)CH₃,
3) CH₃,
4) piperidinyl,
5) -S-CH₃,
6) -NCH₂CH₃,
7) -OCH₃,
8) -N-CH₂-furanyl,
9) -N-CH(CH₃)₂,
10) CF₃,
11) phenyl,
12) chloro, and
13) -NH₂,

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^a.

26. (New) The compound of Claim 21 wherein:

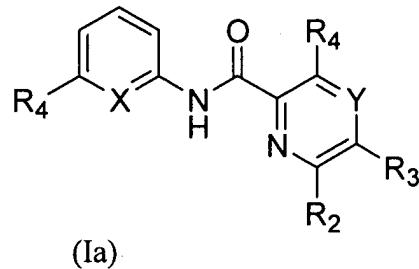
R₄ is selected from:

1) hydrogen,
2) -NH₂,
3) hydroxyl,
4) -NH-pyridyl,
5) -S-CH₃,

- 6) $-\text{N}(\text{CH}_3)_2$,
- 7) $-\text{N}-\text{C}(\text{O})-\text{O}-\text{CH}_2\text{C}=\text{CH}_2$.

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b.

27. (New) The compound of Claim 20 of the Formula (Ia):



wherein:

R₁ is selected from:

- 1) hydrogen,
- 2) methyl, ethyl
- 3) $-\text{C}(\text{O})-\text{O}-\text{CH}_3$,
- 4) pyridinyl,
- 5) $-\text{CN}$,
- 6) imidazolyl,
- 7) chloro, bromo,
- 8) $-\text{CH}\equiv\text{CH}-\text{Si}(\text{CH}_3)_3$,
- 9) $-\text{CH}\equiv\text{CH}$, and
- 10) hydroxyl;

R₂ is selected from:

- 1) hydrogen,
- 2) phenyl, optionally mono or di-substituted with a substituent selected from halo, $-\text{CH}_3$ and cyano,
- 3) CH_3 , ethyl, butyl,
- 4) bromo, chloro,
- 5) $-\text{CN}$,
- 6) $-\text{OCH}_3$,
- 7) pyridinyl, thienyl, and

8) $-CF_3$;

R₃ is selected from:

- 1) hydrogen,
- 2) $-N(CH_3)CH_3$,
- 3) CH_3 ,
- 4) piperidinyl,
- 5) $-S-CH_3$,
- 6) $-NCH_2CH_3$,
- 7) $-OCH_3$,
- 8) $-N-CH_2$ -furanyl,
- 9) $-N-CH(CH_3)_2$,
- 10) CF_3 ,
- 11) phenyl,
- 12) chloro, and
- 13) $-NH_2$;

R₄ is selected from:

- 1) hydrogen,
- 2) $-NH_2$,
- 3) hydroxyl,
- 4) $-NH$ -pyridyl,
- 5) $-S-CH_3$,
- 6) $-N(CH_3)_2$,
- 7) $-N-C(O)-O-CH_2C=CH_2$;

or a pharmaceutically acceptable salt thereof.

28. (New) The compound of Claim 27 wherein R₃ is hydrogen or methyl.

29. (New) The compound of Claim 27 wherein R₄ is hydroxyl, $-NH_2$ or $-NH$ -aryl.

30. (New) The compound of Claim 27 wherein R₂ is halo or methyl.

31. (New) The compound of Claim 27 wherein

R₁ is hydrogen or methyl.

32. (New) The compound of Claim 27 wherein

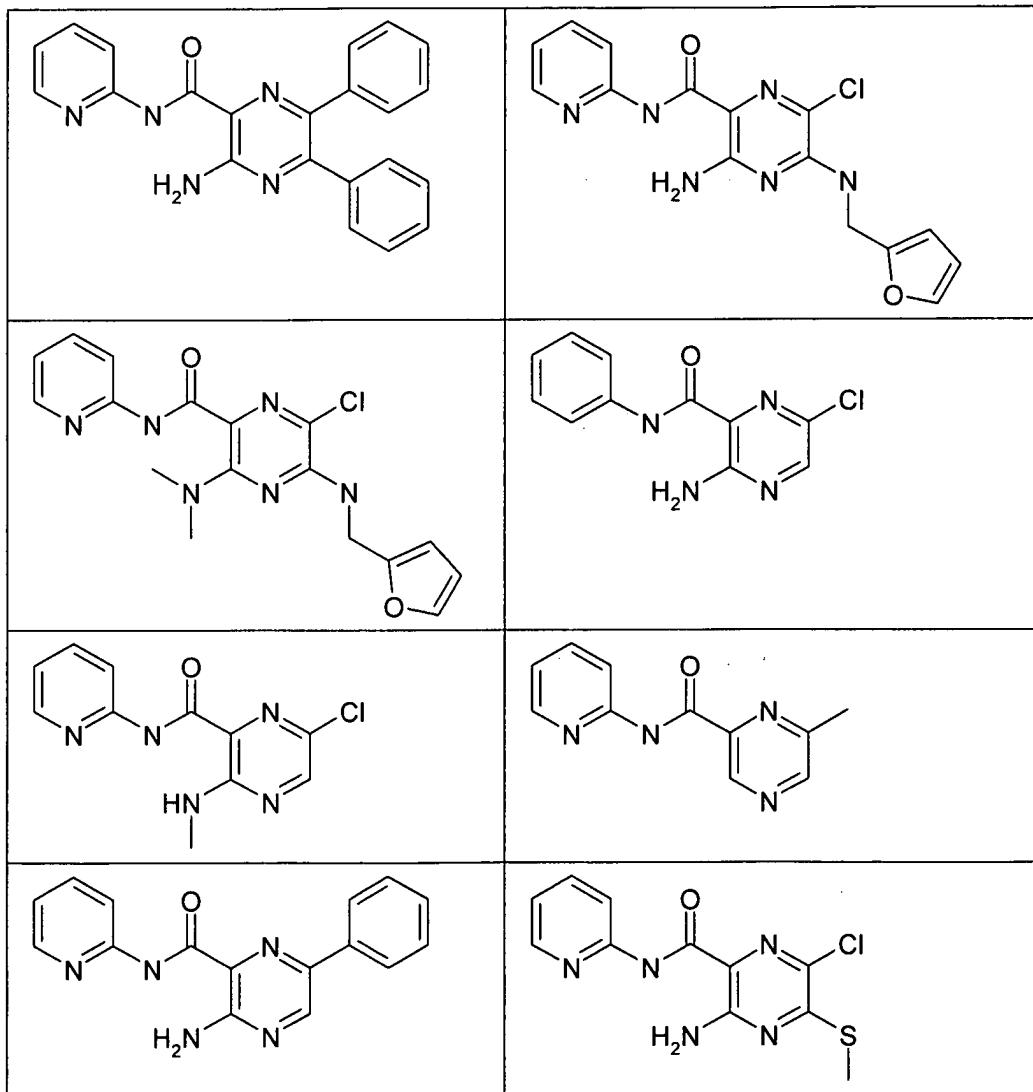
R₁ is hydrogen or methyl;

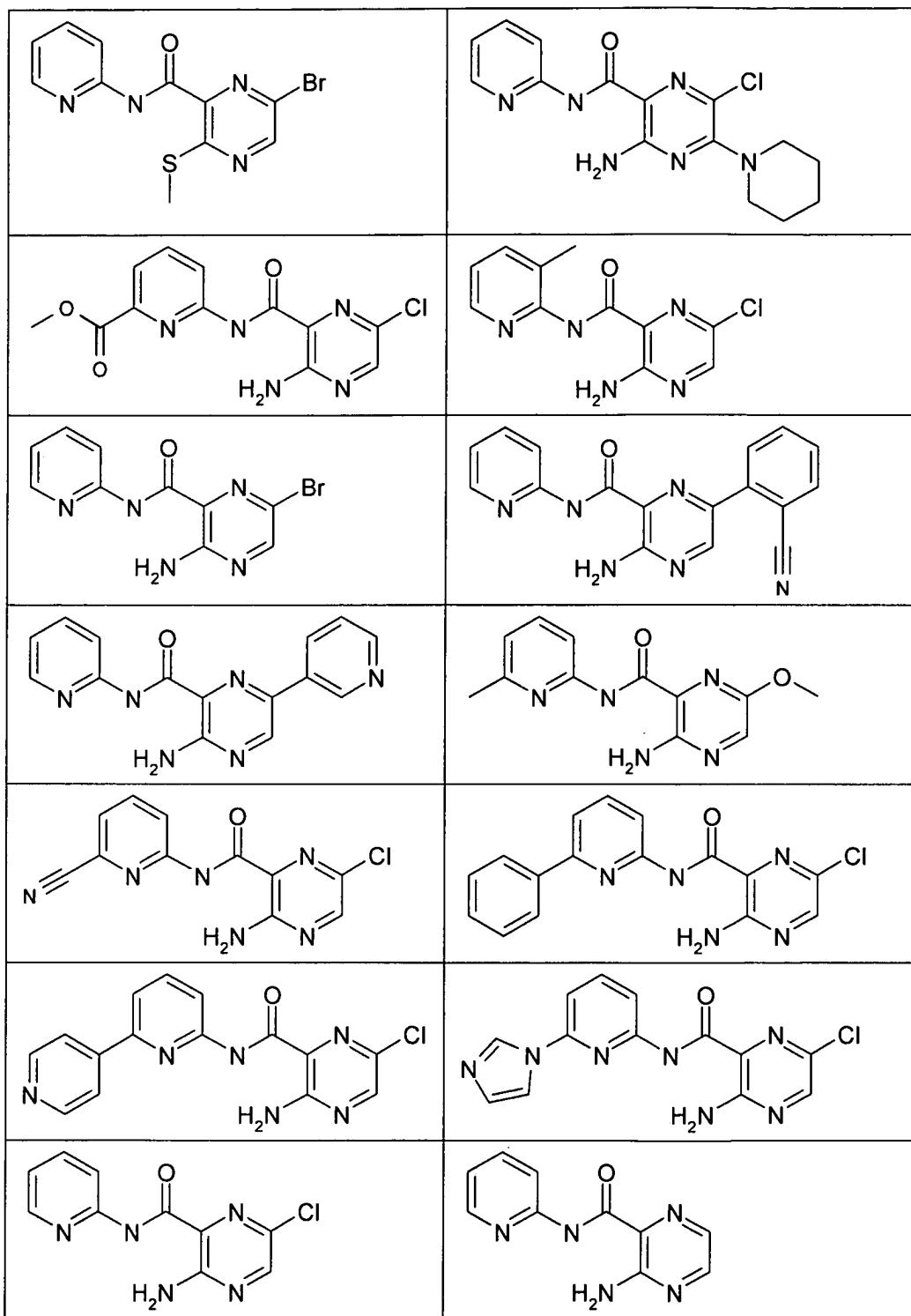
R₂ is halo or methyl;

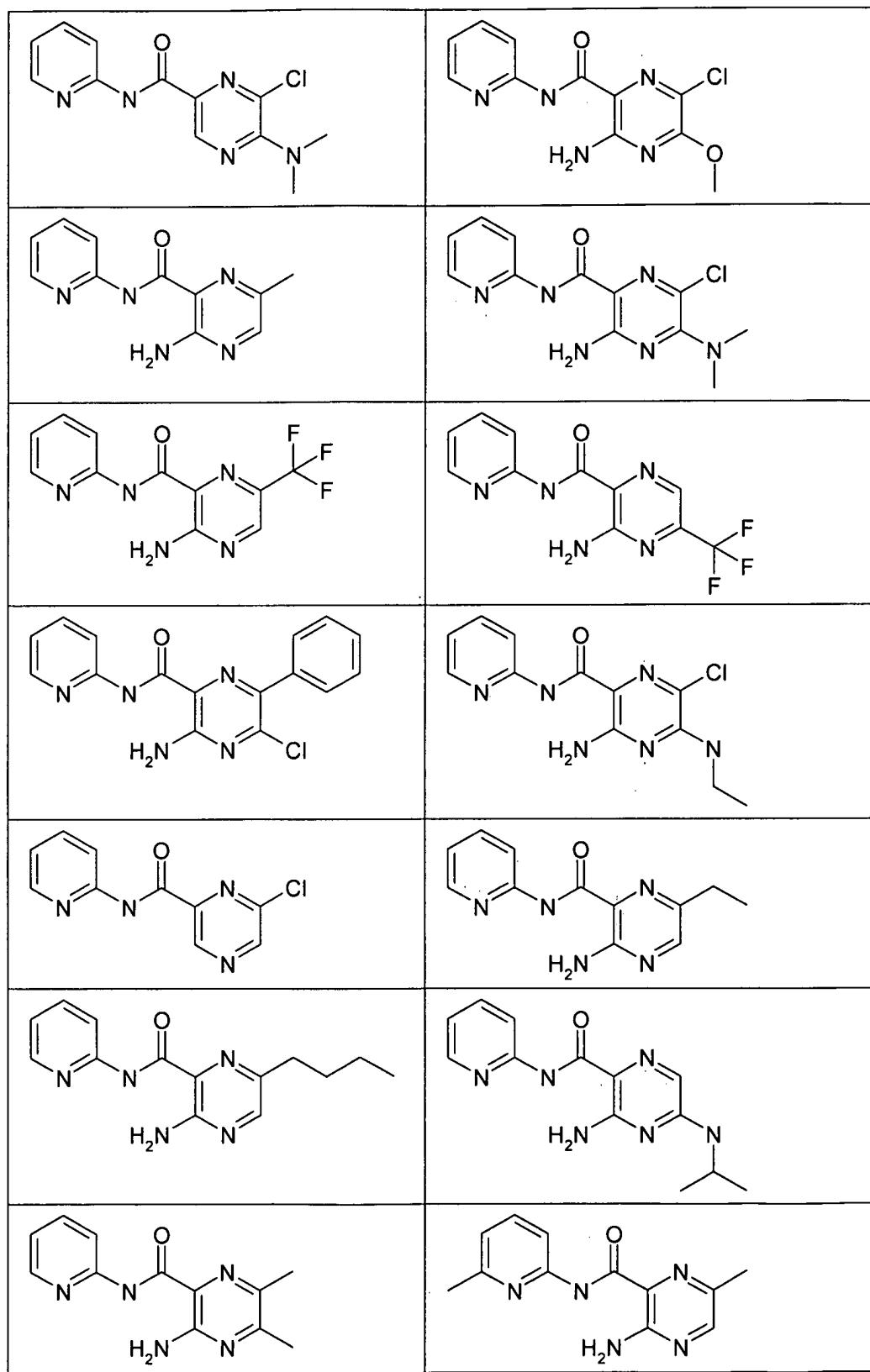
R₃ is hydrogen or methyl; and

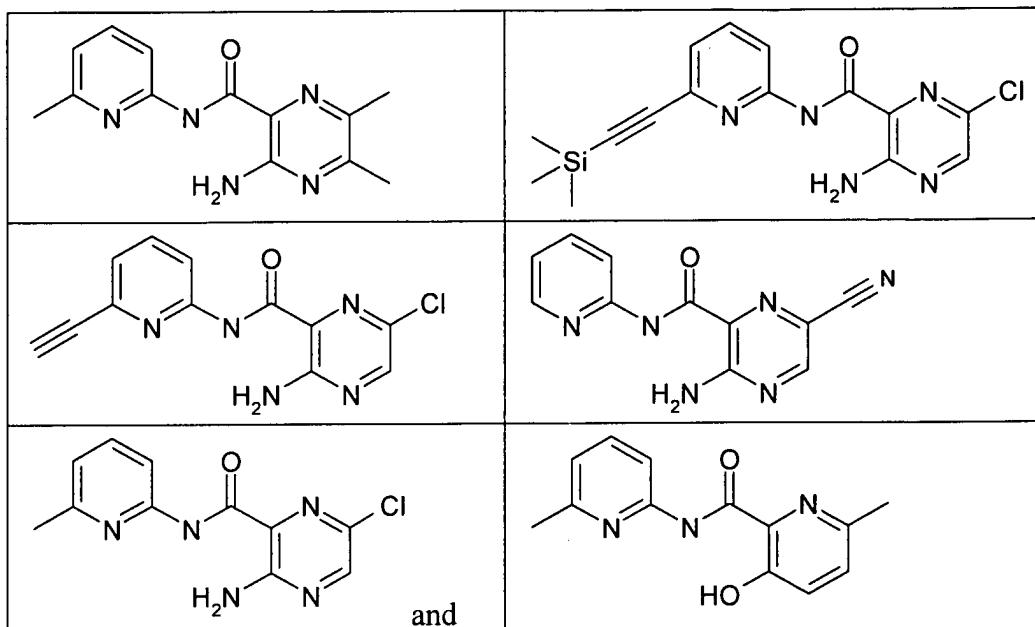
R₄ is hydroxyl, -NH₂ or -NH-aryl.

33. (New) A compound which is selected from the group consisting of:









or a pharmaceutically acceptable salt thereof.

34. (new) A pharmaceutical composition comprising the compound of Claim 20, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.